

**EXHIBIT A**

Reclamation Demand of Winners Industry Co., Ltd.

# **McKool Smith**

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November 4, 2018

## **VIA COURIER AND EMAIL**

Ray C. Shrock, P.C. (ray.schrock@weil.com)  
Jacqueline Marcus (jacqueline.marcus@weil.com)  
Garrett A. Fail (garrett.fail@weil.com)  
Sunny Singh (sunny.singh@weil.com)  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153

## **VIA COURIER**

Sears Holding Corp.  
ATTN: Stephen Sitley and Luke J. Valentino  
3333 Beverly Road  
Hoffman Estates, IL 60179

RE: ***Sears Holdings Corp., et al. (collectively, the "Debtors"), Case No. 18-23538 (Bankr. S.D.N.Y.), Demand for Reclamation of Goods Pursuant to 11 U.S.C. § 546(c) and Uniform Commercial Code § 2-702, on behalf of Winners Industry Co., Ltd.***

Dear Mr. Schrock, Ms. Marcus, Mr. Fail, Mr. Singh, Mr. Sitley, and Mr. Valentino:

We represent Winners Industry Co., Ltd. ("Winners Industry"), a creditor in the above-captioned jointly administered chapter 11 cases commenced on October 15, 2018 (the "Petition Date") and currently pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Pursuant to section 546(c) of the United States Bankruptcy Code and section 2-702 of the Uniform Commercial Code, Winners Industry hereby makes written demand for the reclamation and immediate return of all goods received by the Debtors at any time during the forty-five day period immediately preceding the Petition Date that remain in the Debtors' possession and which have not been paid for as of today, including but not limited to those goods referenced in the spreadsheet summary attached as Exhibit A and the related invoices attached as Exhibit B (the "Goods"). The Goods were sold by Winners Industry on credit in the ordinary course of business and were received by the Debtors at a time when each applicable Debtor was insolvent. The value of the outstanding invoices related to the Goods is at least \$2,700,915.79.

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In the interim, Winners Industry demands that the Debtors immediately segregate and protect the Goods in their possession. The Debtors should set the Goods aside for pickup by Winners Industry and provide an accounting of all Goods and their immediate locations. Please note that the Goods are not to be sold, used, or otherwise transferred except with Winners Industry's written consent or on order of the Bankruptcy Court (with prior notice to Winners Industry).

By making this demand, Winners Industry does not waive any rights, remedies, or defenses, including but not limited to: (i) the right to assert proofs of claim for unpaid prepetition amounts; (ii) the right to assert an administrative expense priority claim, including under 11 U.S.C. § 503(b)(9); (iii) the right to assert that certain Goods were received by Debtors postpetition and that Winners Industry is entitled to an administrative expense priority claim under 11 U.S.C. § 503(b)(1)(A); and, (iv) any rights of set-off Winners Industry may have.

Winners Industry reserves the right to amend, supplement, or withdraw this reclamation demand.

Please do not hesitate to contact me with any questions you may have.

Best regards,

A handwritten signature in blue ink that reads "Benjamin W. Hugon". The signature is written in a cursive, flowing style.

Benjamin W. Hugon